

05-192

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May 18, 2005

STAMP AND RETURN

By Courier

Marlene H. Dortch

Office of the Secretary

Federal Communications Commission

P.O. Box 358130

Pittsburgh, PA 15251-5205

FCC/MELLON

MAY 18 2005

Re: **MB Docket 05-192**
Application for License Transfer

Dear Ms. Dortch:

Enclosed please find an application (and associated Form 159 and required filing fees) requesting authority for the transfer of certain identified licenses associated with the above-referenced docket. This is a "second step" application pertaining to licenses for which a separate "first step" application is being submitted to the Commission concurrently herewith.

Should you have any questions regarding this matter, please contact the undersigned.

Sincerely,

Steven J. Horvitz
Counsel for Comcast Corporation

Enclosures

cc: John Wilner

FCC Wireless Telecommunications Bureau
Application for Assignments of Authorization
and Transfers of Control

Approved by OMB
3060 - 0800
See instructions for
public burden estimate

Application Purpose (Select only one) (TC)

<input type="checkbox"/> Assignment of Authorization <input type="checkbox"/> TC - Transfer of Control	<input type="checkbox"/> AM - Amendment <input type="checkbox"/> WD - Withdrawal	<input type="checkbox"/> NT - Required Notification (for Consummation of Assignment or Transfer) <input type="checkbox"/> EX - Request for Extension of Time (to Consummate Assignment or Transfer)
a) If this request is for an Amendment or Withdrawal, enter the File Number of the pending application currently on file with the FCC.		File Number:
b) File numbers of related pending applications currently on file with the FCC:		

ype of Transaction

a) Is this a <i>pro forma</i> assignment of authorization or transfer of control?	(N) Yes No
b) If the answer to Item 3a is 'yes', is this a notification of a <i>pro forma</i> transaction being filed under the Commission's forbearance procedures for telecommunications licenses?	(N) Yes No
c) For assignments of authorization only, is this a partition and/or disaggregation?	(N) Yes No
a) Does this filing request a waiver of the Commission's rules? If 'Yes', attach an exhibit providing rule numbers and explaining circumstances.	(N) Yes No
b) If a feeable waiver request is attached, multiply the number of stations (call signs) times the number of the rule sections and enter the results.	
c) Are attachments being filed with this application?	(Y) Yes No
a) Does the transaction that is the subject of this application also involve transfer or assignment of other wireless licenses held by the assignor/transferor or affiliates of the assignor/transferor (e.g., parents, subsidiaries, or commonly controlled entities) that are not included on this form and for which Commission approval is required?	(Y) Yes No
b) Does the transaction that is the subject of this application also involve transfer or assignment of non-wireless licenses that are not included on this form and for which Commission approval is required?	(Y) Yes No

Action Information

3) How will the assignment of authorization or transfer of control be accomplished? Select One: (S) <u>Sale</u> or other assignment or transfer of stock <u>Court</u> Order <u>Other</u> (voting trust agreement, management contract, etc.): _____ If required by applicable rule, attach as an exhibit a statement on how control is to be assigned or transferred, along with copies of any pertinent contracts, agreements, instruments, certified copies of Court Orders, etc.	
4) The assignment of authorization or transfer of control of license is: (V) <u>Voluntary</u> Involuntary	

censee/Assignor Information

0) FCC Registration Number (FRN): 0013-4743-74				
1) First Name (if individual):		MI:	Last Name:	Suffix:
2) Entity Name (if not an individual): C-Native Exchange II, LP				
3) Attention To: Ruth Billebault				
4) P.O. Box:		And /Or	15) Street Address: 1500 Market Street	
6) City: Philadelphia		17) State: PA		18) Zip Code: 19102
9) Telephone Number: (215) 665-1700		20) FAX Number: (215) 981-7820		
1) E-Mail Address: ruth.billebault@cable.comcast.com				

22) Race, Ethnicity, and Gender of Assignor/Licensee (Optional):

Race:	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
Ethnicity:	Hispanic or Latino:	Not Hispanic or Latino:			
Gender:	Female:	Male:			

Transferor Information (for transfers of control only)

23) FCC Registration Number (FRN): 0006-32-9247			
24) First Name (if individual):	MI:	Last Name:	Suffix:
25) Entity Name (if other than individual): Comcast Corporation			
26) P.O. Box:	And /Or	27) Street Address: 1500 Market Street	
28) City: Philadelphia	29) State: PA	30) Zip Code: 19102	
31) Telephone Number: (215) 665-1700		32) FAX Number: (215) 981-7820	
33) E-Mail Address: ruth.billebault@cable.comcast.com			

Name of Transferor Contact Representative (if other than Transferor) (for transfers of control only)

34) First Name: Steven	MI: J	Last Name: Horvitz	Suffix:
Company Name: Cole, Raywid & Braverman, LLP			
36) P.O. Box:	And /Or	37) Street Address: 1919 Pennsylvania, N.W., Suite 200	
38) City: Washington	39) State: DC	40) Zip Code: 20006	
41) Telephone Number: (202) 828-9828		42) FAX Number: (202) 452-0067	
43) E-Mail Address: shorvitz@crblaw.com			

Assignee/Transferee Information

44) Assignee is a(n): (C)	<u>Individual Corporation</u>	<u>Unincorporated Association</u>	<u>Trust Partnership</u>	<u>Government Entity Consortium</u>	<u>Joint Venture</u>
45) FCC Registration Number (FRN): 0003-47-9961					
46) First Name (if individual):	MI:	Last Name:	Suffix:		
47) Entity Name (if other than individual): Time Warner Inc.					
48) Name of Real Party in Interest:				49) Taxpayer Identification Number:	
50) Attention To:					

51) P.O. Box	And /Or	52) Street Address: 1 Time Warner
53) City: New York	54) State: NY	55) Zip Code: 10019
Telephone Number: (212) 484-8000	57) FAX Number:	
58) E-Mail Address:		

Name of Assignee/Transferee Contact Representative (if other than Assignee/Transferee)

59) First Name: John	MI: R	Last Name: Wilner	Suffix:
60) Company Name: Bryan Cabe LLP			
61) P.O. Box	And /Or	62) Street Address: 700 Thirteenth Street, N.W., Suite 700	
63) City: Washington	64) State: DC	65) Zip Code: 20005	
66) Telephone Number: (202) 508-6041	67) FAX Number:		
68) E-Mail Address:			

Alien Ownership Questions

69) Is the Assignee or Transferee a foreign government or the representative of any foreign government?	(N) <u>Yes</u> No
70) Is the Assignee or Transferee an alien or the representative of an alien?	(N) <u>Yes</u> No
71) Is the Assignee or Transferee a corporation organized under the laws of any foreign government?	(N) <u>Yes</u> No
72) Is the Assignee or Transferee a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	(N) <u>Yes</u> No
73) Is the Assignee or Transferee directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? If 'Yes', attach exhibit explaining nature and extent of alien or foreign ownership or control.	(N) <u>Yes</u> No

Basic Qualification Questions

74) Has the Assignee or Transferee or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission? If 'Yes', attach exhibit explaining circumstances.	(N) <u>Yes</u> No
75) Has the Assignee or Transferee or any party to this application, or any party directly or indirectly controlling the Assignee or Transferee, or any party to this application ever been convicted of a felony by any state or federal court? If 'Yes', attach exhibit explaining circumstances.	(N) <u>Yes</u> No
76) Has any court finally adjudged the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or unfair methods of competition? If 'Yes', attach exhibit explaining circumstances.	(N) <u>Yes</u> No
Is the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee currently a party in any pending matter referred to in the preceding two items? If 'Yes', attach exhibit explaining circumstances.	(N) <u>Yes</u> No


78) Race, Ethnicity, and Gender of Assignee/Transferee (Optional):

Race:	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
Ethnicity:	Hispanic or Latino:	Not Hispanic or Latino:			
Gender:	Female:	Male:			

Fee Status

79) Is the applicant exempt from FCC application fees?	(N) Yes No
80) Is the applicant exempt from FCC regulatory fees?	(N) Yes No


Assignor/Transferor Certification Statements

1) The Assignor or Transferor certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for <i>pro forma</i> assignments and transfers by telecommunications carriers. See <i>Memorandum Opinion and Order</i> , 13 FCC Rcd. 6293 (1998).			
2) The Assignor or Transferor certifies that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.			
Typed or Printed Name of Party Authorized to Sign			
81) First Name:	MI:	Last Name:	Suffix
Arthur	R.	Block	Esquire
82) Title:			
Senior Vice President			
Signature:			83) Date:
			5/12/05

Assignee/Transferee Certification Statements

1)	The Assignee or Transferee certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for <i>pro forma</i> assignments and transfers by telecommunications carriers. See <i>Memorandum Opinion and Order</i> , 13 FCC Rcd. 6293 (1998).
2)	The Assignee or Transferee waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application.
3)	The Assignee or Transferee certifies that grant of this application would not cause the Assignee or Transferee to be in violation of any pertinent cross-ownership, attribution, or spectrum cap rule. *If the applicant has sought a waiver of any such rule in connection with this application, it may make this certification subject to the outcome of the waiver request.
4)	The Assignee or Transferee agrees to assume all obligations and abide by all conditions imposed on the Assignor or Transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against the Assignor or Transferor prior to this assignment.
5)	The Assignee or Transferee certifies that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.
6)	The Assignee or Transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the rules, 47 CFR § 1.2002(b), for the definition of "party to the application" as used in this certification.
7)	The applicant certifies that it either (1) has an updated Form 602 on file with the Commission, (2) is filing an updated Form 602 simultaneously with this application, or (3) is not required to file Form 602 under the Commission's rules.

Typed or Printed Name of Party Authorized to Sign

84) First Name: Steven	MI:	Last Name: Teplitz	Suffix:
85) Title: Vice President and Associate General Counsel			
Signature: 			86) Date: 05/17/2005
WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).			

Authorizations To Be Assigned or Transferred

[illegible]

DESCRIPTION OF THE TRANSACTION

This application arises from a series of agreements involving Adelphia, Comcast, and Time Warner Cable. As a result of the transactions contemplated by these agreements: (1) Time Warner Cable and Comcast will each acquire various cable systems that, in the aggregate, comprise substantially all of the domestic cable systems now owned or managed by Adelphia (the "Adelphia Transactions"); (2) Time Warner Cable and Comcast will swap certain cable systems, including certain cable systems newly acquired from Adelphia and certain cable systems that they each currently own (the "Swap Transactions"); (3) Time Warner Cable will redeem Comcast's existing equity and partnership interests in Time Warner Cable and Time Warner Entertainment Company, LP, in exchange for the distribution to Comcast of certain cable systems and cash (the "Redemption Transactions"); and (4) Time Warner Cable will emerge as a publicly traded company, voting control of which will continue to be held by Time Warner Inc.

This application, and the applications being filed concurrently herewith, seeks Commission consent to accomplish the various license assignments and/or transfers of control necessary to effectuate the Adelphia Transactions, the Swap Transactions, and the Redemption Transactions. A Public Interest Statement and copies of the agreements referenced above are being submitted to the Commission concurrently herewith and can be found in MB Docket No. 05-192.

This particular application pertains to the Swap Transactions. (This is actually the "second step" in a two-part transaction. It assumes a grant of a companion application seeking pro forma approval to assign the referenced licenses among Comcast subsidiaries.) It is being submitted pursuant to an Exchange Agreement, dated as of April 20, 2005, among Time Warner Cable Inc., Comcast Corporation, and certain related entities. This application seeks approval to transfer control of certain Comcast subsidiaries and associated licenses to Time Warner Inc.